

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

HARRINGTON GLOBAL OPPORTUNITY FUND,
LIMITED,

Plaintiff,

v.

CIBC WORLD MARKETS CORP., et al.,
Defendants.

No. 1:21-cv-00761 (LGS)

**ANSWER OF DEFENDANTS TD SECURITIES (USA) LLC AND TD SECURITIES,
INC. TO PLAINTIFF'S AMENDED COMPLAINT**

Defendants TD Securities (USA) LLC and TD Securities, Inc. (collectively, “TD Defendants”), by and through their undersigned attorneys, hereby answer and assert affirmative defenses and other defenses as follows to the Amended Complaint in the above-captioned action, and in so doing deny the allegations set forth in the Amended Complaint except as specifically stated below.

TD Defendants note that, in its Opinion dated February 9, 2022 (ECF No. 88), the Court dismissed all claims against defendants UBS Financial Services, Inc. (“UBS US”), UBS Securities Canada, Inc. (“UBS Canada”), Merrill Lynch Professional Clearing Corp. (“Merrill Pro”), SG Americas Securities, LLC (“SocGén US”), and Société Générale Capitale Canada, Inc. (“SocGén Canada”); dismissed the claims related to short selling against BOFA Securities, Inc. (“Merrill US”), Merrill Lynch Canada Inc. (“Merrill Canada”), John Doe U.S., and John Doe Canada; and dismissed the common law claims (Counts IV- VII) as to all defendants. TD Defendants state that no response is required to any allegations in the Amended Complaint with respect to the dismissed claims.

The Amended Complaint contains unnumbered headings and subheadings. To the extent headings or subheadings in the Amended Complaint contain allegations, comments, or conclusions, TD Defendants deny all such allegations, comments, or conclusions. The Amended Complaint also contains footnotes. TD Defendants treat footnotes as being contained in the numbered Paragraphs from which they depend. TD Defendants' answer to a numbered Paragraph in the Amended Complaint includes, to the extent necessary, their answer to any footnotes that depend from that numbered Paragraph. To the extent any footnotes depend from headings and subheadings rather than from numbered paragraphs, TD Defendants treat those footnotes as being contained in the numbered Paragraphs within the section to which the footnotes are attached.

The Amended Complaint also contains exhibits. TD Defendants treat exhibits as being contained in the numbered Paragraphs in which they are referenced, and TD Defendants' answer to a numbered Paragraph in the Amended Complaint includes, to the extent necessary, their answer to any exhibits referenced in that numbered Paragraph. Additionally, the Amended Complaint contains numerous legal arguments and conclusions as to which no response is required. This Answer responds to the Amended Complaint's factual allegations.

TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in the first paragraph preceding Paragraph 1.

ANSWERS TO SPECIFIC PARAGRAPHS IN THE AMENDED COMPLAINT

1. Paragraph 1 concerns parties and claims that have been dismissed such that no response is required. Paragraph 1 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 1.

2. Paragraph 2 concerns parties and claims that have been dismissed such that no response is required. Paragraph 2 also states legal conclusions to which no response is required.

To the extent a response is required, TD Defendants deny the allegations in Paragraph 2, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

3. Paragraph 3 concerns parties and claims that have been dismissed such that no response is required. Paragraph 3 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 3.

4. Paragraph 4 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny that the allegations in Paragraph 4 present a fair and complete description of the matters described therein, and on that basis deny the allegations in Paragraph 4.

5. Paragraph 5 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny that the allegations in Paragraph 5 present a fair and complete description of the matters described therein, and on that basis deny the allegations in Paragraph 5.

6. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 6.

7. Paragraph 7 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 7.

8. Paragraph 8 concerns parties and claims that have been dismissed such that no response is required. Paragraph 8 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 8.

9. Paragraph 9 concerns parties and claims that have been dismissed such that no response is required. Paragraph 9 also states legal conclusions to which no response is required.

To the extent a response is required, TD Defendants deny the allegations in Paragraph 9, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

10. Paragraph 10 concerns parties and claims that have been dismissed such that no response is required. Paragraph 10 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 10.

11. Paragraph 11 concerns parties and claims that have been dismissed such that no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 11.

12. Paragraph 12 concerns parties and claims that have been dismissed such that no response is required. Paragraph 12 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 12.

13. Paragraph 13 concerns parties and claims that have been dismissed such that no response is required. Paragraph 13 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 13, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

14. Paragraph 14 concerns parties and claims that have been dismissed such that no response is required. Paragraph 14 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph

14, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

15. Paragraph 15 concerns parties and claims that have been dismissed such that no response is required. Paragraph 15 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 15, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

16. Paragraph 16 concerns claims that have been dismissed such that no response is required. Paragraph 16 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 16.

17. Paragraph 17 concerns parties and claims that have been dismissed such that no response is required. Paragraph 17 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 17, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

18. Paragraph 18 concerns parties and claims that have been dismissed such that no response is required. Paragraph 18 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 18, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

19. Paragraph 19 concerns parties and claims that have been dismissed such that no response is required. Paragraph 19 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph

19, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

20. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 20.

21. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 21.

22. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 22.

23. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 23.

24. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 24.

25. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 25.

26. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 26.

27. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 27.

28. TD Defendants deny the allegations in Paragraph 28, except admit that TD Securities (USA) LLC is a registered broker dealer that executes securities transactions on various exchanges in the U.S. for its own proprietary account and the accounts of its customers.

29. TD Defendants deny the allegations in Paragraph 29 except admit that TD Securities, Inc. (“TD Canada”) is located at 66 Wellington Street West Toronto, Ontario,

Canada; that TD Canada is a registered investment dealer that offers advisory and capital market services to corporate, government, and institutional clients; and that TD Canada executes securities transactions on the various exchanges and alternative trading systems in Canada including the TSX, for its own proprietary account and the accounts of its customers.

30. Paragraph 30 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 30, except admit that that they have transacted in certain financial instruments referenced in the Amended Complaint.

31. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 31.

32. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 32.

33. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 33.

34. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 34.

35. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 35.

36. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 36.

37. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 37.

38. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 38.

39. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 39.

40. TD Defendants deny that the allegations in Paragraph 40 present a fair and complete description of the matters described therein, and on that basis deny the allegations in Paragraph 40, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

41. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 41.

42. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 42.

43. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 43.

44. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 44.

45. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 45.

46. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 46.

47. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47.

48. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 48.

49. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 49.

50. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 50.

51. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 51.

52. Paragraph 52 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 52, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations regarding Urvin's analysis.

53. To the extent any answer is required to the allegations in this paragraph, TD Defendants restate and adopt their answers to Paragraphs 1 through 52.

54. Paragraph 54 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 54, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

55. Paragraph 55 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny that the allegations in Paragraph 55 present a fair and complete description of the matters described therein, and on that basis deny the allegations in Paragraph 55.

56. Paragraph 56 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 56, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

57. Paragraph 57 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 57, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

58. Paragraph 58 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 58, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

59. Paragraph 59 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 59, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

60. Paragraph 60 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 60, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

61. Paragraph 61 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 61.

62. Paragraph 62 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 62.

63. Paragraph 63 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 63, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

64. Paragraph 64 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 64, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

65. Paragraph 65 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 65, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

66. Paragraph 66 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 66, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

67. Paragraph 67 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 67, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

68. Paragraph 68 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 68, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

69. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 69.

70. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 70.

71. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 71.

72. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 72.

73. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 73.

74. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 74.

75. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 75.

76. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 76.

77. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 77.

78. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 78.

79. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 79.

80. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 80.

81. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 81.

82. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 82.

83. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 83.

84. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 84.

85. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 85.

86. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 86.

87. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 87.

88. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 88.

89. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 89.

90. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 90.

91. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 91.

92. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 92.

93. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 93.

94. Paragraph 94 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 94, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

95. Paragraph 95 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 95, except admit engaging in certain trading in Concordia shares during the Class Period and deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

96. Paragraph 96 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 96, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

97. Paragraph 97 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 97, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

98. Paragraph 98 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 98, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

99. Paragraph 99 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 99, except admit engaging in certain trading in Concordia shares during the Class Period and deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

100. Paragraph 100 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 100, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

101. Paragraph 101 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 101, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

102. Paragraph 102 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 102, except deny

knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

103. Paragraph 103 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 103, except admit engaging in certain trading in Concordia shares during the Class Period and deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

104. Paragraph 104 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 104, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

105. Paragraph 105 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 105, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

106. Paragraph 106 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 106, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

107. Paragraph 107 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 107, except admit engaging in certain trading in Concordia shares during the Class Period and deny knowledge or

information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

108. Paragraph 108 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 108, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

109. Paragraph 109 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 109, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

110. Paragraph 110 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 110, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

111. Paragraph 111 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 111, except admit engaging in certain trading in Concordia shares during the Class Period and deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

112. Paragraph 112 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 112, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

113. Paragraph 113 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 113, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

114. Paragraph 114 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 114, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

115. Paragraph 115 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 115, except admit engaging in certain trading in Concordia shares during the Class Period and deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

116. Paragraph 116 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 116, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

117. Paragraph 117 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 117, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

118. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 118.

119. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 119.

120. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 120.

121. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 121.

122. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 122.

123. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 123.

124. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 124.

125. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 125.

126. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 126.

127. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 127.

128. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 128.

129. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 129.

130. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130.

131. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 131.

132. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 132.

133. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 133.

134. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 134.

135. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 135.

136. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 136.

137. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 137.

138. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 138.

139. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 139.

140. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 140.

141. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 141.

142. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 142.

143. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 143.

144. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 144.

145. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 145.

146. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 146.

147. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 147.

148. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 148.

149. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 149.

150. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 150.

151. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 151.

152. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 152.

153. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 153.

154. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 154.

155. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 155.

156. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 156.

157. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 157.

158. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 158.

159. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 159.

160. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 160.

161. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 161.

162. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 162.

163. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 163.

164. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 164.

165. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 165.

166. Paragraph 166 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 166, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

167. Paragraph 167 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 167, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

168. Paragraph 168 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 168, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

169. Paragraph 169 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 169, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

170. Paragraph 170 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 170, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

171. Paragraph 171 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 171, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

172. Paragraph 172 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 172, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

173. Paragraph 173 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 173, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

174. Paragraph 174 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 174, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

175. To the extent any answer is required to the allegations in this paragraph, TD Defendants restate and adopt their answers to Paragraphs 1 through 174.

176. Paragraph 176 concerns parties and claims that have been dismissed such that no response is required. Paragraph 176 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 176, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

177. Paragraph 177 concerns parties and claims that have been dismissed such that no response is required. Paragraph 177 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 177. To the extent Paragraph 177 characterizes FINRA Report 3130, that document speaks for itself.

178. Paragraph 178 concerns parties and claims that have been dismissed such that no response is required. Paragraph 178 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 178.

179. Paragraph 179 concerns parties and claims that have been dismissed such that no response is required. Paragraph 179 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 179, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

180. Paragraph 180 concerns parties and claims that have been dismissed such that no response is required. Paragraph 180 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 180.

181. Paragraph 181 concerns parties and claims that have been dismissed such that no response is required. Paragraph 181 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 181, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

182. Paragraph 182 concerns parties and claims that have been dismissed such that no response is required. Paragraph 182 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 182, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

183. Paragraph 183 concerns parties and claims that have been dismissed such that no response is required. Paragraph 183 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 183, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

184. Paragraph 184 concerns parties and claims that have been dismissed such that no response is required. Paragraph 184 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 184, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

185. Paragraph 185 concerns parties and claims that have been dismissed such that no response is required. Paragraph 185 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph

185, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

186. Paragraph 186 concerns parties and claims that have been dismissed such that no response is required. Paragraph 186 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 186.

187. Paragraph 187 concerns parties and claims that have been dismissed such that no response is required. Paragraph 187 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 187.

188. Paragraph 188 concerns parties and claims that have been dismissed such that no response is required. Paragraph 188 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 188.

189. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 189.

190. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 190.

191. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 191.

192. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 192.

193. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 193.

194. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 194.

195. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 195.

196. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 196.

197. TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 197.

198. Paragraph 198 concerns parties and claims that have been dismissed such that no response is required. Paragraph 198 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in paragraph 198. To the extent Paragraph 198 characterizes FINRA Rules 3110 and 3120, the Rules speak for themselves.

199. Paragraph 199 concerns parties and claims that have been dismissed such that no response is required. Paragraph 199 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 199.

200. Paragraph 200 concerns parties and claims that have been dismissed such that no response is required. Paragraph 200 also states legal conclusions to which no response is

required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 200.

201. Paragraph 201 concerns parties and claims that have been dismissed such that no response is required. Paragraph 201 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

202. Paragraph 202 concerns parties and claims that have been dismissed such that no response is required. Paragraph 202 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 202, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

203. Paragraph 203 concerns parties and claims that have been dismissed such that no response is required. Paragraph 203 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 203, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

204. Paragraph 204 concerns parties and claims that have been dismissed such that no response is required. Paragraph 204 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 204.

205. To the extent any answer is required to the allegations in this paragraph, TD Defendants restate and adopt their answers to Paragraphs 1 through 174.

206. Paragraph 206 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 206, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

207. Paragraph 207 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 207, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

208. Paragraph 208 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 208, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

209. Paragraph 209 states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 209, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

210. To the extent any answer is required to the allegations in this paragraph, TD Defendants restate and adopt their answers to Paragraphs 1 through 209.

211. Paragraph 211 concerns a claim that has been dismissed such that no response is required. Paragraph 211 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 211, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

212. Paragraph 212 concerns a claim that has been dismissed such that no response is required. Paragraph 212 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 212, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

213. Paragraph 213 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 213 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 213.

214. Paragraph 214 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 214 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 214, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

215. Paragraph 215 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 215 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 215, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

216. Paragraph 216 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 216 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph

216, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

217. To the extent any answer is required to the allegations in this paragraph, TD Defendants restate and adopt their answers to Paragraphs 1 through 216.

218. Paragraph 218 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 218 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 218.

219. Paragraph 219 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 219 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 219, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

220. Paragraph 220 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 220 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 220, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

221. Paragraph 221 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 221 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 221, except deny knowledge or information sufficient to form a belief as to the truth or falsity of

the allegations concerning other parties. To the extent Paragraph 221 characterizes FINRA Report 3130, the Report speaks for itself.

222. Paragraph 222 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 222 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 222, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

223. Paragraph 223 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 223 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 223, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

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225. Paragraph 225 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 225 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 225, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

226. To the extent any answer is required to the allegations in this paragraph, TD Defendants restate and adopt their answers to Paragraphs 1 through 225.

227. Paragraph 227 concerns a claim that has been dismissed such that no response is required. Paragraph 227 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 227, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

228. Paragraph 228 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 228 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 228, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

229. Paragraph 229 concerns a claim that has been dismissed such that no response is required. Paragraph 229 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 229, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

230. Paragraph 230 concerns a claim that has been dismissed such that no response is required. Paragraph 230 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 230, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

231. Paragraph 231 concerns a claim that has been dismissed such that no response is required. Paragraph 231 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 231, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

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234. Paragraph 234 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 234 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 234, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

235. To the extent any answer is required to the allegations in this paragraph, TD Defendants restate and adopt their answers to Paragraphs 1 through 234.

236. Paragraph 236 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 236 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 236, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

237. Paragraph 237 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 237 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 237, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

238. Paragraph 238 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 238 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 238, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

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240. Paragraph 240 concerns parties and a claim that have been dismissed such that no response is required. Paragraph 240 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph

240, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

241. Paragraph 241 concerns a claim that have been dismissed such that no response is required. Paragraph 241 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 241, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

242. Paragraph 242 concerns a claim that have been dismissed such that no response is required. Paragraph 242 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 242, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

243. Paragraph 243 concerns a claim that have been dismissed such that no response is required. Paragraph 243 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 243, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

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245. Paragraph 245 concerns a claim that has been dismissed such that no response is required. Paragraph 245 also states legal conclusions to which no response is required. To the extent a response is required, TD Defendants deny the allegations in Paragraph 245, except deny knowledge or information sufficient to form a belief as to the truth or falsity of the allegations concerning other parties.

ANSWER TO PRAYER FOR RELIEF

TD Defendants state that no response is required to Plaintiff's demands for relief. To the extent that a response is required, TD Defendants deny that Plaintiff is entitled to the relief sought in the Amended Complaint, or any relief at all.

ANSWER TO DEMAND FOR JURY TRIAL

TD Defendants hereby reserve the right to object to Plaintiff's demand for a trial by jury on some or all of the issues raised in the Amended Complaint. TD Defendants further reserve the right to object to Plaintiff's designation of the place of trial in this action.

AFFIRMATIVE AND OTHER DEFENSES

Without assuming any burden of proof, persuasion or production not otherwise legally assigned to them as to any element of any claim asserted in the Amended Complaint, Defendants TD Securities (USA) LLC and TD Securities, Inc., by and through their undersigned attorneys, assert the following affirmative and other defenses, and respectfully refer Plaintiff and the Court to TD Defendants' prior submissions to the Court as support for their defenses:

FIRST DEFENSE

TD Defendants did not manipulate the price of Concordia shares or otherwise participate in any alleged spoofing scheme.

SECOND DEFENSE

Plaintiff's claims against TD Defendants and the allegations upon which they are based are improperly vague, ambiguous, and confusing.

THIRD DEFENSE

Plaintiff's alleged losses were not actually or proximately caused by TD Defendants.

FOURTH DEFENSE

Plaintiff's claims against TD Defendants are untimely and barred, in whole or in part, by the applicable statutes of limitations and/or of repose.

FIFTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff knew of the alleged wrongdoing at the time of its alleged transactions in Concordia stock.

SIXTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff has not suffered an injury-in-fact traceable to allegedly unlawful conduct of TD Defendants.

SEVENTH DEFENSE

Plaintiff's claims against TD Securities, Inc. are barred, in whole or in part, because the Court lacks personal jurisdiction over TD Securities, Inc.

EIGHTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because the Amended Complaint fails to state a claim upon which relief can be granted.

NINTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because the Amended Complaint fails to plead its allegations with the requisite particularity, including

because the Amended Complaint fails to meet the Private Securities Litigation Reform Act's heightened pleading standards.

TENTH DEFENSE

Plaintiff has failed to state an adequate basis for an award of treble damages.

ELEVENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, by the doctrines of laches, ratification, waiver, estoppel, and other applicable equitable defenses.

TWELFTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff did not rely upon any act or representation by TD Defendants.

THIRTEENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, by the doctrines of unclean hands and *in pari delicto*.

FOURTEENTH DEFENSE

Plaintiff's claims against TD Canada are barred, in whole or in part, because none of the allegedly manipulative conduct occurred within or was expressly aimed at the territorial jurisdiction of the United States.

FIFTEENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because they depend on trading that is so predominantly foreign as to be impermissibly extraterritorial, including trading based on foreign transactions on Canadian exchanges.

SIXTEENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff has failed to allege that TD Defendants had the requisite knowledge, intent, or scienter.

SEVENTEENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because no conduct attributable to TD Defendants was the but-for cause or the proximate cause of any losses or damages that Plaintiff seeks to recover in this action.

EIGHTEENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff's injuries, if any, were not caused, in whole or in part, by any conduct of defendants that was aided and abetted by TD Defendants.

NINETEENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff's injuries or damages, to the extent any exist, which TD Defendants expressly deny, were caused by independent superseding and intervening events or conduct unconnected to TD Defendants and for which TD Defendants cannot be held liable.

TWENTIETH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff's alleged damages are too remote and speculative to ascertain or apportion and are not of the nature or to the extent alleged.

TWENTY-FIRST DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because there was a failure to mitigate or attempt to mitigate damages, if in fact Plaintiff sustained any

damages, which TD Defendants expressly deny, and any recovery by Plaintiff must be barred or reduced by reason thereof.

TWENTY-SECOND DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff would be unjustly enriched if it were permitted to obtain recovery in this action. Among other things, any alleged injury based on the transactions complained of in this action must be offset, in whole or in part, by any other transactions through which Plaintiff benefitted from the conduct alleged.

TWENTY-THIRD DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff was a sophisticated market participant and voluntarily assumed the alleged risk of injury, loss, and/or actual damages, if in fact it suffered any injury, loss, and/or actual damages, which TD Defendants expressly deny.

TWENTY-FOURTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, by the acts, wrongs, omissions, and/or negligence of other individuals or entities with respect to which TD Defendants are not liable.

TWENTY-FIFTH DEFENSE

Plaintiff's claims under the Securities Exchange Act are barred, in whole or in part, because:

- a. TD Defendants did not engage in any manipulative acts;
- b. The manipulative acts alleged in the Amended Complaint did not damage Plaintiff;

- c. There is no causal connection between TD Defendants' alleged misconduct and Plaintiff's alleged loss;
- d. Plaintiff did not rely on TD Defendants' alleged wrongdoing, including because Plaintiff did not and could not rely on the assumption of an efficient market free of manipulation;
- e. TD Defendants did not have the purpose of inducing the sale or purchase of Concordia stock by others; and
- f. TD Defendants did not engage in any alleged manipulative acts with the requisite scienter, including because Plaintiff's scienter allegations do not make economic sense.

TWENTY-SIXTH DEFENSE

Plaintiff's aiding and abetting claims under the Securities Exchange Act are barred, in whole or in part, because:

- a. TD Defendants did not have the requisite knowledge or intent;
- b. TD Defendants did not intend to further a Securities Exchange Act violation of any other party;
- c. TD Defendants did not commit any acts in furtherance of the objectives of a party that violated the Securities Exchange Act; and
- d. None of the defendants violated the Securities Exchange Act.

TWENTY-SEVENTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because Plaintiff cannot demonstrate that TD Defendants were part of any alleged conspiracy to manipulate Concordia stock prices or that TD Defendants acted in furtherance of any such alleged

conspiracy with knowledge of its purported nature and scope. Alternatively, TD Defendants are not liable because they withdrew from any purported conspiracy that Plaintiff alleges existed.

TWENTY-EIGHTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, to the extent the claims are based on alleged conduct of current or former employees and/or agents of TD Defendants acting outside the scope of their authority.

TWENTY-NINTH DEFENSE

Without admitting that any violation of law occurred, should TD Defendants be held liable to Plaintiff, which liability is specifically denied, TD Defendants would be entitled to a setoff for the total amounts paid to Plaintiff, including from all collateral sources.

THIRTIETH DEFENSE

Without admitting that any violation of law occurred, in the event Plaintiff obtains a verdict or judgment against TD Defendants, TD Defendants would be entitled to contribution and/or indemnity from other parties or entities.

THIRTY-FIRST DEFENSE

Without admitting that any violation of law occurred, any damages that might be recovered by Plaintiff must be reduced to account for comparative fault or negligence attributable to Plaintiff.

THIRTY-SECOND DEFENSE

Without admitting that any violation of law occurred, any damages that might be recovered by Plaintiff against TD Defendants must be reduced to account for comparative fault or negligence attributable to other parties.

THIRTY-THIRD DEFENSE

Plaintiff has an adequate remedy at law and no factual or legal basis for the grant of equitable relief.

THIRTY-FOURTH DEFENSE

Plaintiff's claims against TD Defendants are barred, in whole or in part, because the relief sought by Plaintiff is broader than what is necessary to remedy the alleged harm.

THIRTY-FIFTH DEFENSE

Plaintiff is not entitled to recovery of attorneys' fees or experts' fees, or costs of suits, as a matter of law and based on the facts of this case.

THIRTY-SIXTH DEFENSE

Plaintiff's claims against TD Defendants are barred because any damage, loss, or injury sustained by Plaintiff was proximately caused by or contributed to, in whole or in part, by market conditions and/or the conduct of others, rather than any conduct of TD Defendants.

THIRTY-SEVENTH DEFENSE

TD Defendants hereby adopt and incorporate by reference any and all other defenses asserted or to be asserted by any other defendants to the extent TD Defendants may share in such defenses.

THIRTY-EIGHTH DEFENSE

TD Defendants hereby reserve and assert all affirmative and other defenses available under any applicable federal or state law. TD Defendants presently have insufficient knowledge or information upon which to form a basis as to whether they may have additional, as yet unstated, affirmative or other defenses available. TD Defendants have not knowingly or intentionally waived any applicable affirmative defenses and reserve the right to assert additional

defenses, counterclaims, crossclaims, and third-party claims at any subsequent stage of this action in the event that discovery indicates that such additional defenses or claims would be appropriate.

WHEREFORE, having fully answered all of the allegations of the Amended Complaint to which any answer is required, TD Defendants pray for relief and judgment:

- A. Dismissing the Amended Complaint with prejudice;
- B. Denying Plaintiff the relief sought in the Amended Complaint;
- C. Ordering that Plaintiff take nothing and that judgment be entered against Plaintiff;
- D. Awarding TD Defendants costs and expenses incurred as a result of having to defend this action; and
- E. Granting TD Defendants such other relief as the Court may deem just and proper.

Dated: New York, New York
March 28, 2022

By: /s/ Jamie Dycus
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